

Southern Pacific Transportation Company

JOHN J. CORRIGAN
GENERAL SOLICITOR

JOHN MACDONALD SMITH
RICHARD S. KOFF
SENIOR GENERAL ATTORNEYS

ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
MICHAEL A. SMITH
LOUIS P. WARCHOT
GREG CUNNINGHAM
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GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER
(415) 541-1752

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 541-1000

THORMUND A. MILLER
VICE PRESIDENT AND GENERAL COUNSEL

June 4, 1985

RECORDATION NO. 6495-F Filed 1463

JUN 6 1985 12 56 PM

INTERSTATE COMMERCE COMMISSION

HAROLD S. LENTZ
CAROL A. HARRIS
CRAIG J. WHITNEY
JOHN K. WYMA
GARY A. LAAKSO
ASSISTANT GENERAL ATTORNEYS

JONATHAN M. FIL
DORENE M. CURTIS
STEPHEN A. ROBERTS
LAWRENCE P. RIFF
CLAUDE F. KOLM
ATTORNEYS

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

No. JUN 6 1985
Date
Fee \$ 10.00

CC Washington, D. C.

5-157A061

RE: I.C.C. Finance Docket No. 27005 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 56

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Sixth Supplement to Equipment Trust dated as of May 15, 1985, to Equipment Trust Agreement dated as of February 1, 1972, creating Southern Pacific Company Equipment Trust, Series No. 56, together with voucher in payment of the recording fees.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 1, 1972, recorded on February 4, 1972, at 4:35 PM, assigned Recordation No. 6495;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6495-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6495-B;

Mr. James H. Bayne
Page Two
June 4, 1985

Third Supplement to Equipment Trust Agreement
dated as of August 1, 1982, recorded on
August 11, 1982, at 10:45 AM, assigned
Recordation No. 6495-C;

Fourth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on June 19,
1984, at 3:10 PM, assigned Recordation No.
6495-D; and

Fifth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on June 19,
1984, at 3:10 PM, assigned Recordation No.
6495-E.

In connection with the recording of the Sixth
Supplement dated as of May 15, 1985 to the Equipment Trust
Agreement dated as of February 1, 1972, the following
information is set forth in accordance with the provisions
of Section 57.4 of the Commission's Order of July 28, 1952,
as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Sixth Supplement:

Number of
Units

Description

1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 7317; GRIP date - August, 1980.
---	---

When the recording of the Sixth Supplement has been
completed, will you kindly endorse, with the pertinent

Mr. James H. Bayne
Page Three
June 4, 1985

recording information, all executed counterparts thereof
which are presented to you by our representative herewith,
and return three (3) of each to her.

Very truly yours,

Stuart E. Vaughn
Stuart E. Vaughn

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. D. M. Murphy)

JUN 6 1985 12 55 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES NO. 56

SIXTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of May 15, 1985

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of May, 1985, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of February 1, 1972, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 56 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the destroyed railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 56, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 7317; GRIP date - August, 1980.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Sixth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

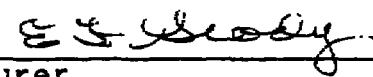
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 22nd day of May, 1985, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. McCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1988

STATE OF CALIFORNIA

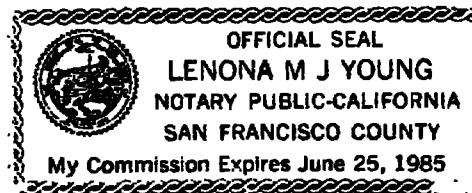
CITY AND COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 15th day of May, 1985, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenona M J Young

Notary Public



REGISTRATION NO. *6495-F* FILE 1425

JUN 6 1985 :12 55 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES NO. 56

SIXTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of May 15, 1985

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of May, 1985, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of February 1, 1972, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 56 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the destroyed railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 56, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 7317; GRIP date - August, 1980.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Sixth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By _____
Corporate Trust Officer

Attest:

John W. Miller
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By _____
Treasurer

Attest:

John W. Miller
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 22nd day of May, 1985, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

STATE OF CALIFORNIA

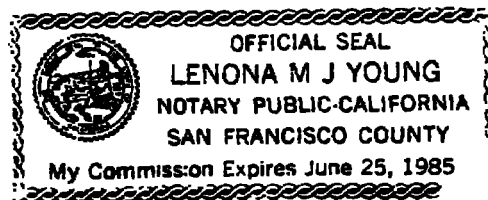
CITY AND COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 15th day of May, 1985, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenona M J Young

Notary Public



Southern Pacific Transportation Company

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ASSISTANT GENERAL ATTORNEYS

LAWRENCE P. RIFF
CLAUDE F. KOLM
ATTORNEYS

WRITER'S DIRECT DIAL NUMBER
(415) 541-1757

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 541-1000

THORMUND A. MILLER
VICE PRESIDENT AND GENERAL COUNSEL

February 27, 1986

Ms. Mildred Lee
Recordation Department, Room 2303
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Southern Pacific Transportation Company
Equipment Trust, Series No. 56

Dear Ms. Lee:

With reference to your telephonic request of this date, enclosed for your files is a photocopy of the Sixth Supplement to Equipment Trust dated as of May 15, 1985, bearing the following ICC recordation data:

Recordation No.

6495-F

Recordation Date and Time

June 6, 1985 at 12:55 PM

If I may be of any further assistance, please feel free to call me.

Very truly yours,

Lenona Young

Lenona Young
Legal Assistant

Enclosure